



## **Nominating and Corporate Governance Committee Charter**

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is intended to assist the Board of Directors of Mohawk Industries, Inc. (the “Company”) in fulfilling its oversight responsibilities under the New York Stock Exchange listing standards and Delaware law. As such, the Committee shall have three primary responsibilities.

First, the Committee shall be responsible for identifying individuals qualified to serve on the Board of Directors and to recommend director nominees for selection by the full Board of Directors or stockholders of the Company in accordance with the Company’s certificate of incorporation and by-laws and with Delaware law.

Second, the Committee shall be responsible for evaluating the Company’s corporate governance policies, developing for adoption by the Board of Directors a set of formal, written guidelines for corporate governance and periodically re-evaluating such policies and guidelines for the purpose of suggesting improvements to them if appropriate.

Third, the Committee shall review and make recommendations to the Board of Directors with respect to the Company’s policies, programs and practices and their impact on the environment, marketplace, workplace and communities in which the Company operates.

Composition of the Committee The members of the Committee shall be independent directors meeting the requirements of the New York Stock Exchange and appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. The Chairman of the Committee shall be designated by the Board of Directors. In the absence of the Chairman, the members of the Committee may designate a chairman by majority vote. The Board of Directors may, at any time, remove one or more directors as members of the Committee. The Committee may delegate any of its authority and responsibilities set forth below to a sub-committee of members of the Committee designated by the Chairman of the Committee.

### **Authority and Responsibilities**

The Committee is responsible for identifying and evaluating individuals qualified to serve on the Board of Directors and recommending director nominees for selection by the full Board of Directors. At least annually, the Committee shall review with the Board of Directors the appropriate skills, experience and characteristics desired of Board members. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- (i) evaluate a candidate's independence from the Company's management and other principal service providers, and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers;
- (ii) evaluate the skills, experiences and characteristics of a candidate; and
- (iii) consider candidates proposed by the Chief Executive Officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board of Directors. The Committee has the sole authority to retain, at Company expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board of Directors the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board of Directors.

The Committee is also responsible for evaluating, formulating and recommending to the full Board of Directors corporate governance policies designed to improve the Board's performance in its oversight function. Therefore, promptly following the initial adoption of this charter, the Committee shall evaluate the Company's existing corporate governance procedures with the specific goal of improving such procedures where possible. Following the evaluation, the Committee shall develop a set of formal, written guidelines for corporate governance, which shall be presented to the full Board for consideration and adoption.

The Committee shall, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board of Directors, shall be incorporated into the written guidelines.

In addition, the Committee shall review the effectiveness of the Company's policies, programs and practices at optimizing its efforts to maintain sustainable ecosystems, safe and healthy employees, and vital communities as integral elements of its commitment to create long-term stockholder value. The Committee shall assist the Board of Directors with respect to formulating strategies to respond to public policy, legislative, regulatory, political and social issues and trends related to environmental, health and safety, and sustainability performance that may significantly affect the business operations, financial performance or public image of the Company or its businesses.

The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall provide an annual evaluation of the Board's performance and shall oversee the evaluation of senior management.

### **Committee Meetings**

The Committee shall meet at least one time per year. Other meetings may be held at the discretion of the Chairman of the Committee. Minutes of each of these meetings shall be kept and the Chief Executive Officer will function as the management liaison officer to this Committee.